



## Union Tank Car Company

39 South LaSalle Street  
Chicago, Illinois 60603  
312/372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

RECORDATION NO. 9911-F Filed 1425

JAN 18 1984 - 3 00 PM

No. 4-0184059  
Date JAN 17 1984  
Fee \$ 20.00

ICC Washington, D. C.

January 10, 1984

### INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9911-F Filed 1425

JAN 18 1984 - 3 00 PM

### INTERSTATE COMMERCE COMMISSION

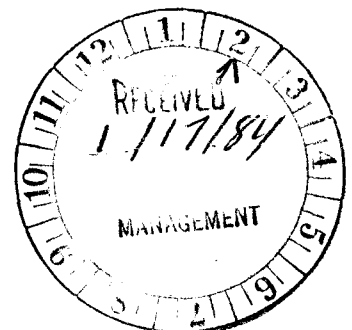
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 20, 1983, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The Northern Trust Company, 50 South LaSalle Street, Chicago, Illinois 60675 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 10 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 19 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 1, 1978, which was recorded with your office on December 15, 1978, and assigned recordation number 9911. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-  
January 10, 1984  
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

*A B Hellman*

SCHEDULE A  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
4	TM	14,000	UTLX 24545, 24567, 24584, 24588
<u>6</u>	TM	13,000	UTLX 60711-60716
10 Total			

SCHEDULE B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
UNPX 121728	Covered Hopper	3,000 Cuft.
UNPX 121757	Covered Hopper	3,000 Cuft.
UNPX 122090	Covered Hopper	5,820 Cuft.
UTCX 45289	LO	4,750 Cuft.
UTCX 45299	LO	4,750 Cuft.
UTLX 11800	TP	13,500 Gal.
UTLX 11883	TA	13,500 Gal.
UTLX 11889	TA	13,500 Gal.
UTLX 11911	TA	13,500 Gal.
UTLX 11997	TA	13,500 Gal.
UTLX 68902	TM	23,517 Gal.
UTLX 70405	TM	23,500 Gal.
UTLX 70495	TM	23,500 Gal.
UTLX 70973	TM	14,500 Gal.
UTLX 70986	TM	23,500 Gal.
UTLX 71641	TM	17,000 Gal.
UTLX 89002	TPI	25,100 Gal.
UTLX 89139	TPI	25,100 Gal.
WCTR 101852	Box Car	70 Tons

Number of Cars: 19

Interstate Commerce Commission

Washington, D.C. 20423

1/18/84

OFFICE OF THE SECRETARY

Arthur B. Hillman  
Union Tank Car Company  
39 South LaSalle Street  
Chicago, Illinois 60603

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/84 at 3:00pm and assigned re-recording number(s). 9911-E & 9911-F

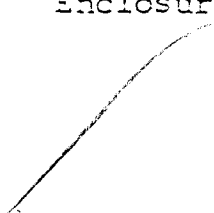
Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)



SE-30  
(7/79)

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

RECORDATION NO. 9911-E Filed 1425

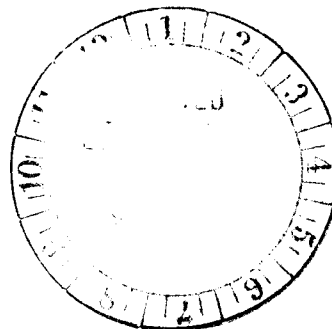
JAN 18 1984 3 00 PM

INTERSTATE COMMERCE COMMISSION  
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 20th day of October, 1983, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 10th day of January, 1984.

Carol D'Ascenzo  
Notary Public



This THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 20, 1983 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and THE NORTHERN TRUST COMPANY, a corporation duly organized and existing under the laws of the State of Illinois, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 1, 1978 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series P-2) (the "Trust Certificates"), in aggregate principal amount of \$60,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; and

WHEREAS, the Company has filed with the Trustee its Request for a substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

## ARTICLE ONE

### Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

## ARTICLE TWO

### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE THREE

### Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended, without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

## ARTICLE FOUR

### Miscellaneous Provisions

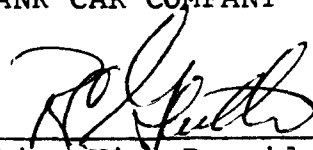
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Agreement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By


  
Executive Vice President

ATTEST:


  
Secretary

THE NORTHERN TRUST COMPANY

By



ATTEST:

  
Assistant Secretary

STATE OF ILLINOIS     )  
                              )   SS  
COUNTY OF COOK        )

On this 20th day of October, 1983, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo  
Notary Public

STATE OF ILLINOIS     )  
                              )   SS  
COUNTY OF COOK        )

On this 21 day of October, 1983, before me personally came N. T. ROSSON, to me known, who, being by me duly sworn, did depose and say that he resides at 505 LaSalle St. Chicago, IL.; that he is a Vice President of The Northern Trust Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Matthys Donalder  
Notary Public  
My Commission Expires October 13, 1986

SCHEDULE A  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
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Number of Cars: 19